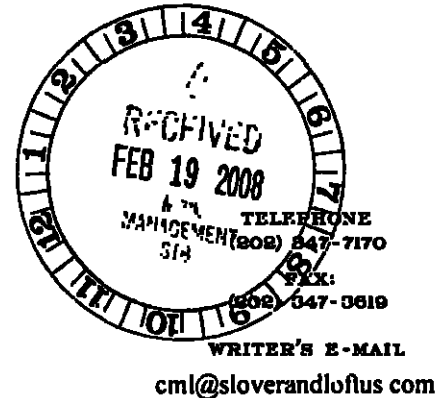


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WASHINGTON, D.C. 20036-3003



February 19, 2008

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**BY HAND DELIVERY**

The Honorable Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

ENTERED  
Office of Proceedings

FEB 19 2008

Part of  
Public Record

Re: Docket No. 42104, *Entergy Arkansas, Inc. and Entergy Services, Inc. v Union Pacific R R and Missouri & Northern Arkansas R R. Co., Inc.*; Finance Docket No. 32187, *Missouri & Northern Arkansas Railroad – Lease, Acquisition and Operation Exemption – Missouri Pacific R R and Burlington Northern R.R.*

Dear Ms. Quinlan:

Enclosed for filing **UNDER SEAL** in each of the above-referenced proceedings please find a separately packaged original and twenty (20) copies of the "Verified Complaint or in the Alternative Petition to Revoke in Part" of Entergy Arkansas, Inc. and Entergy Services, Inc. (collectively "Entergy"). In accordance with 49 C.F.R. § 11104.14(b), we have included an original and twenty (20) copies of a Motion for Protective Order requesting that the Board keep these materials confidential.

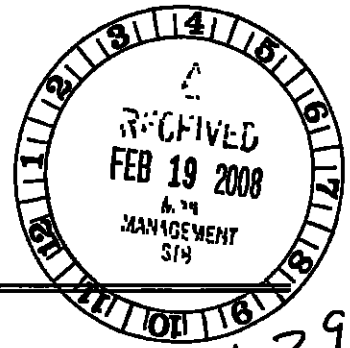
We also have enclosed an original and twenty (20) copies of a redacted, public version of Entergy's complaint for filing in each of the above-referenced proceedings, a disk including electronic copies of each filing, and a check in the amount of \$17,600 to cover the applicable filing fee.

Sincerely,

C Michael Loftus

Enclosures

BEFORE THE  
SURFACE TRANSPORTATION BOARD



ENTERGY ARKANSAS, INC. and  
ENTERGY SERVICES, INC., Complainants

v.

UNION PACIFIC RAILROAD  
COMPANY and MISSOURI &  
NORTHERN ARKANSAS RAILROAD  
COMPANY, INC., Defendants.

Docket No. 42104

ENTERED  
Office of Proceedings

FEB 19 2003

Part of  
Public Record

MISSOURI & NORTHERN ARKANSAS  
R.R. – LEASE, ACQUISITION AND  
OPERATION EXEMPTION – MISSOURI  
PACIFIC R.R. and BURLINGTON  
NORTHERN R.R.

Finance Docket No. 32187

MOTION FOR PROTECTIVE ORDER

ENTERGY ARKANSAS, INC. and  
ENTERGY SERVICES, INC.

O.H. Storey  
Cory R. Cahn  
P.O. Box 551  
Little Rock, AR 72203

OF COUNSEL:

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By: C. Michael Loftus  
Frank J. Pergolizzi  
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1224 Seventeenth Street, N.W.  
Washington, D.C. 20036

Dated February 19, 2008

Attorneys & Practitioners

**BEFORE THE  
SURFACE TRANSPORTATION BOARD**

<b>ENTERGY ARKANSAS, INC. and ENTERGY SERVICES, INC., Complainants</b>	)	
<b>v.</b>	)	<b>Docket No. 42104</b>
<b>UNION PACIFIC RAILROAD COMPANY and MISSOURI &amp; NORTHERN ARKANSAS RAILROAD COMPANY, INC., Defendants.</b>	)	
<b>MISSOURI &amp; NORTHERN ARKANSAS R.R. – LEASE, ACQUISITION AND OPERATION EXEMPTION – MISSOURI PACIFIC R.R. and BURLINGTON NORTHERN R.R.</b>	)	<b>Finance Docket No. 32187</b>

**MOTION FOR PROTECTIVE ORDER**

In accordance with 49 C.F.R. § 1104.14(b), Entergy Arkansas, Inc. (“EAI”) and Entergy Services, Inc. (“ESI”) (collectively, “Entergy”) hereby request the entry of a protective order.

Today, Entergy is filing a “Verified Complaint or in the Alternative Petition to Revoke in Part,” seeking, *inter alia*, a determination from the Board that the continued enforcement of certain provisions of a 1992 lease agreement between Defendant Union Pacific Railroad Company (“UP”) and Defendant, the Missouri & Northern Arkansas Railroad Company, Inc. (“M&NA”) constitutes an unreasonable practice. Because that Complaint includes a copy of UP and Entergy’s confidential rail transportation contract, and includes a

discussion of certain portions of that contract, Entergy is filing both confidential and public versions of that document. *See* 49 C.F.R. § 1104.14(a)

In order to maintain the confidentiality of the UP/Entergy Contract, Entergy hereby requests that the Board issue an appropriate protective order.


Entergy anticipates that in the course of discovery in this proceeding, one or more of the parties may seek the issuance of a more comprehensive protective order of the nature often utilized in Board proceedings. Nevertheless, for present purposes, Entergy respectfully submits that an order determining that the Board will keep the UP/Entergy Contract (and the confidential version of Entergy's Complaint making reference to the terms of that Contract) confidential is sufficient.

Respectfully submitted,

ENTERGY ARKANSAS, INC. and  
ENTERGY SERVICES, INC.  
O.H. Storey  
Cory R. Cahn  
P.O. Box 551  
Little Rock, AR 72203

OF COUNSEL

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By: C. Michael Loftus  
Frank J. Pergolizzi  
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1224 Seventeenth Street, N.W.  
Washington, D.C. 20036

Dated. February 19, 2008

Attorneys & Practitioners

## **CERTIFICATE OF SERVICE**

I hereby certify that I have this 19th day of February, 2008, served copies of the foregoing Motion on the Chief Legal Officers of each of the Defendants, and the General Manager of M&NA, and the Chief Legal Officer of BNSF Railway Company by overnight courier:

J. Michael Hemmer, Esq.  
Sr V.P. Law & General Counsel  
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\_\_\_\_\_  
Andrew B. Kolesar III